

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF TEXAS
TYLER DIVISION**

SOVERAIN SOFTWARE LLC,)	
)	
Plaintiff,)	
)	
v.)	Case No. 6:07-CV-00511-LED
)	
CDW CORPORATION,)	JURY TRIAL DEMANDED
NEWEGG INC.,)	
REDCATS USA, INC.)	
SYSTEMAX INC.,)	
ZAPPOS.COM, INC.,)	
REDCATS USA, L.P.,)	
THE SPORTSMAN'S GUIDE, INC., AND)	
TIGERDIRECT, INC.,)	
)	
Defendants.)	
)	

**SOVERAIN'S REPLY TO COUNTERCLAIMS
OF REDCATS AND THE SPORTSMAN'S GUIDE**

Plaintiff Soverain Software LLC (“Soverain”) replies to the corresponding numbered paragraphs of the counterclaims of Defendants Redcats USA, L.P. and The Sportsman’s Guide, Inc. (collectively, “Counterclaim Plaintiffs”) as follows:

COUNTERCLAIMS

1. Soverain admits that Counterclaim Plaintiffs purport to assert counterclaims under the Federal Declaratory Judgment Act and the patent laws of the United States, but denies that Counterclaim Plaintiffs have stated a cause of action or any grounds for such relief.
2. Upon information and belief, Soverain admits the allegations of Paragraph 2.
3. Upon information and belief, Soverain admits the allegations of Paragraph 3.
4. Soverain admits the allegations of Paragraph 4.

5. Soverain admits that this Court has subject matter jurisdiction over this action but denies the remaining allegations of Paragraph 5.

6. Soverain admits the allegations of Paragraph 6.

7. Soverain admits the allegations of Paragraph 7.

8. Soverain denies the allegations of Paragraph 8.

9. Soverain denies the allegations of Paragraph 9.

COUNT ONE

Declaratory Judgment of Non-Infringement

10. Soverain repeats its responses to Paragraphs 1-9 above.

11. Soverain denies the allegations of Paragraph 11.

12. Soverain denies the allegations of Paragraph 12.

13. Soverain denies the allegations of Paragraph 13.

COUNT TWO

Declaratory Judgment of Invalidity

14. Soverain repeats its responses to Paragraphs 1-13 above.

15. Soverain denies the allegations of Paragraph 15.

16. Soverain denies the allegations of Paragraph 16.

17. Soverain denies the allegations of Paragraph 17.

COUNT THREE

Declaratory Judgment of Unenforceability

18. Soverain repeats its responses to Paragraphs 1-17 above.

19. Soverain denies the allegations of Paragraph 19.

20. Soverain denies the allegations of Paragraph 20.
21. Soverain admits that Andrew Payne is named as an inventor in the Patents-in-Suit (as defined in the Amended Complaint) and was aware of a company called NetMarket as early as June 15, 1994; denies the remaining allegations of Paragraph 21.
22. Soverain denies the allegations of Paragraph 22.
23. Soverain denies the allegations of Paragraph 23.
24. Soverain denies the allegations of Paragraph 24.
25. Soverain denies any allegations in Counterclaim Plaintiffs' counterclaims that are not specifically admitted herein.

PRAYER FOR RELIEF

Soverain denies that Counterclaim Plaintiffs are entitled to the relief requested in their Prayer for Relief, Paragraphs A-F inclusive.

WHEREFORE, Soverain prays for an Order:

- A. Granting judgment in Soverain's favor on all claims in Counterclaim Plaintiffs' counterclaims;
- B. Dismissing Counterclaim Plaintiffs' counterclaims with prejudice;
- C. Awarding Soverain its attorneys' fees, expenses and costs in defending against Counterclaim Plaintiffs' counterclaims;
- D. Awarding Soverain the relief sought in its Amended Complaint; and

E. Awarding Soverain such other relief as the Court deems just and proper.

Dated: January 17, 2008

Respectfully submitted,

/s/ Kenneth R. Adamo

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ATTORNEYS FOR PLAINTIFF

CERTIFICATE OF SERVICE

The undersigned certifies that the foregoing document was filed electronically on January 17, 2008 pursuant to Local Rule CV-5(a) and has been served on all counsel who have consented to electronic service.

/s/ Thomas L. Giannetti
Thomas L. Giannetti